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BY [Signature] DATE 1/14/08

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MORGAN STANLEY MORTGAGE
CAPITAL HOLDINGS LLC, AS
SUCCESSOR-IN-INTEREST TO MORGAN
STANLEY MORTGAGE CAPITAL, INC.,

Plaintiff,

07 CIV 9457 (RJH)

v.

FREMONT INVESTMENT & LOAN

Defendant.

MOTION TO ADMIT COUNSEL PRO HAC VICE

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Bryan Lane Berson, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

Applicant's Name: Talcott J. Franklin
Firm: Patton Boggs LLP
Address: 2001 Ross Avenue, Suite 3000
City/State/Zip: Dallas, Texas 75201
Phone Number: (214) 758-1500
Fax Number: (214) 758-1550

Talcott J. Franklin is a member of good standing of the Bar of the States of North Carolina, South Carolina and Texas. There are no pending disciplinary proceedings against Talcott J. Franklin in any State or Federal court.

Applicant's Name: Bizunesh K. Scott
Firm: Patton Boggs LLP
Address: 2550 M Street, N.W.
City/State/Zip: Washington, DC 20037
Phone Number: (202) 457-6000
Fax Number: (202) 457-6315

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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Bizunesh K. Scott is a member of good standing of the Bar of the State of Maryland and the District of Columbia. There are no pending disciplinary proceedings against Bizunesh K. Scott in any State or Federal court.

Dated: December 14, 2007
New York, New York

A handwritten signature in cursive script, reading "Bryan Lane Berson".

Bryan Lane Berson (BB3271)
PATTON BOGGS LLP
1675 Broadway at 52nd Street
31st Floor
New York, New York 10019-5820
646.557.5108
646.557.5101 (Fax)

Of counsel:

Talcott J. Franklin
PATTON BOGGS LLP
2001 Ross Avenue, Suite 3000
Dallas, Texas 75201
214.758.1500
214.758.1550 (Fax)

Bizunesh K. Scott
PATTON BOGGS LLP
2550 M Street, NW
Washington, DC 20037
202.457.6000
202.457.6315

ATTORNEYS FOR DEFENDANT
FREMONT INVESTMENT & LOAN

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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CAPITAL HOLDINGS LLC, AS
SUCCESSOR-IN-INTEREST TO MORGAN
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Plaintiff,

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v.

FREMONT INVESTMENT & LOAN

Defendant.

**AFFIDAVIT OF BRYAN LANE BERSON IN SUPPORT OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

State of New York)
) ss:
County of New York)

Bryan Lane Berson, being duly sworn, hereby deposes and says as follows:

1. I am an Associate at Patton Boggs LLP, counsel for the Defendant in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth and in support of Defendant's motion to admit Talcott J. Franklin and Bizunesh K. Scott as counsel pro hac vice to represent Defendant in this matter.
2. I am a member in good standing of the bar of the States of New York and New Jersey, and was admitted to practice law in November 2002. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Talcott J. Franklin and Bizunesh K. Scott since 2007.
4. Mr. Franklin is a Partner at Patton Boggs LLP, in Dallas, Texas. I have found Mr. Franklin to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure. Accordingly, I am pleased to move the admission of Talcott J. Franklin, pro hac vice.
5. Ms. Scott is Of Counsel at Patton Boggs LLP, in Washington, DC. I have found Ms. Talbot-Scott to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure. Accordingly, I am pleased to move the admission of Bizunesh K. Scott, pro hac vice.

WHEREFORE it is respectfully requested that the motion to admit Talcott J. Franklin and Bizunesh K. Scott, pro hac vice, to represent Defendant in the above captioned matter, be granted.

Dated: December 14, 2007
New York, New York

Notarized:



DOREEN S. THOMPSON
Notary Public, State of New York
No. 41-4897990
Qualified In Queens County
Commission Expires June 8, 2009



Bryan Lane Berson
SDNY Bar Code: BB3271

Supreme Court OF THE STATE OF NORTH CAROLINA



I, Christie Speir Cameron, Clerk of the Supreme Court of North Carolina, do hereby certify that on 18 August 1995, license to practice as an Attorney and Counselor at Law in all the Courts of this State was issued by the North Carolina Board of Law Examiners to

TALCOTT J. FRANKLIN

according to the certified list of licentiates reported by the Secretary of said Board and filed in my office as required by statute.

To the date of this certificate, no order revoking said license has been filed with this Court and no order suspending same is in effect.

WITNESS my hand and the Seal of the Supreme Court of North Carolina at office in Raleigh, this *12th day of December 2007*

Christie S. Cameron

Christie Speir Cameron
Clerk of the Supreme Court
of the State of North Carolina

The Supreme Court of South Carolina

Certificate of Good Standing

I, Daniel E. Shearouse, Clerk of the Supreme Court of South Carolina, do hereby certify that Talcott J. Franklin was duly sworn and admitted as an attorney in this state on November 18, 1996, and is currently an inactive member of the South Carolina Bar.

DANIEL E. SHEAROUSE, CLERK

BY Gayle B. Wells
DEPUTY CLERK FOR BAR ADMISSIONS

Columbia, South Carolina

December 10, 2007

STATE BAR OF TEXAS



Office of the Chief Disciplinary Counsel

December 11, 2007

Re: Talcott Jay Franklin, State Bar Number 24010629

To Whom It May Concern:

This is to certify that Mr. Talcott Jay Franklin was licensed to practice law in Texas on May 17, 1999, and is an active member in good standing with the State Bar of Texas. "Good standing" means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

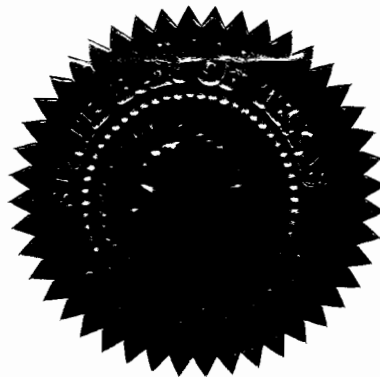
No previous disciplinary sanctions have been entered against Mr. Franklin's law license.

Sincerely,

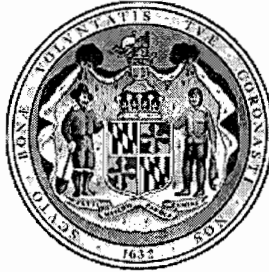
A handwritten signature in black ink, appearing to read "John A. Neal".

John A. Neal
Chief Disciplinary Counsel

JN/ss



**Court of Appeals
of Maryland
Annapolis, MD**



CERTIFICATE OF GOOD STANDING

STATE OF MARYLAND, ss:

*I, Alexander L. Cummings, Clerk of the Court of Appeals of Maryland,
do hereby certify that on the twenty-first day of June, 2000,*

Bizunesh Kiesha-Tanifia Talbot

*having first taken and subscribed the oath prescribed by the Constitution and
Laws of this State, was admitted as an attorney of said Court, is now in good
standing, and as such is entitled to practice law in any of the Courts of said
State, subject to the Rules of Court.*

In Testimony Whereof, *I have hereunto
set my hand as Clerk, and affixed the Seal
of the Court of Appeals of Maryland, this
seventh day of December, 2007.*

Alexander L. Cummings
Clerk of the Court of Appeals of Maryland



District of Columbia Court of Appeals

Committee on Admissions

500 Indiana Avenue, N.W. — Room 4200

Washington, D. C. 20001

202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that


BIZUNESH KIESHA-TANIFIA SCOTT

was on the 9TH day of MAY, 2003

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on December 12, 2007.


GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing was served on December 14, 2007,
by overnight delivery service upon the following counsel of record:

Richard A. Edlin
Ann C. Turetsky
GREENBERG TRAURIG LLP
200 Park Avenue
New York, New York 10166
212.801.9200
212.801.6400 (Fax)


Bryan Berson

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MORGAN STANLEY MORTGAGE
CAPITAL HOLDINGS LLC, AS
SUCCESSOR-IN-INTEREST TO MORGAN
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Plaintiff,

07 CIV 9457 (RJH)

v.

FREMONT INVESTMENT & LOAN

Defendant.

ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION

Upon the motion of Bryan Lane Berson, attorney for Defendant and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Talcott J. Franklin
Firm:	Patton Boggs LLP
Address:	2001 Ross Avenue, Suite 3000
City/State/Zip:	Dallas, Texas 75201
Phone Number:	(214) 758-1500
Fax Number:	(214) 758-1550

Applicant's Name:	Bizunesh K. Scott
Firm:	Patton Boggs LLP
Address:	2550 M Street, N.W.
City/State/Zip:	Washington, DC 20037
Phone Number:	(202) 457-6000
Fax Number:	(202) 457-6315

are admitted to practice pro hac vice as counsel for Fremont Investment and Loan in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing

(ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: December __, 2007
New York, New York

United States District/Magistrate Judge